



DIRECT EDITION



04511

7 59606 05047 5  
\$2.25 US \$3.25 CAN

BENDIS  
FINCH  
MIKE

**MARVEL®**

Professor Charles Xavier brought them together to bridge the gap between humanity and those born with strange and amazing powers: Cyclops, Marvel Girl, Storm, Iceman, Beast, Colossus, and Wolverine. They are the X-Men, soldiers for Xavier's war to bring peace between man and mutant!

ULTIMATE

X-MEN

PREVIOUSLY

"NEW MUTANTS"

#40

PART ONE OF SIX

A new member has come to join the X-Men--Warren Worthington the Third--the high-flying Angel. His appearance has released a flurry of religious backlash from non-mutants.

And Hank McCoy, The Beast, left the group believing Angel had stolen his girlfriend Storm from him.

#41

PART TWO OF SIX

Wolverine is sent on a mission by SHIELD director Nick Fury to deal with a young mutant whose power is the ability to destroy organic tissue with released toxins. Charles Xavier is unaware of Wolverine's mission.

#42

PART THREE OF SIX

Charles Xavier becomes aware of a new mutant, Dazzler, who is about to go public and sends his X-Men to consult her about how she plans to do it.

#43

PART FOUR OF SIX

Young mutant Emma Frost appears at the White House to discuss her role as spokesperson for human/mutant relations separate from Charles Xavier's X-Men. The President has selected several young mutants to be spokespeople, to be led by Ms. Frost. Xavier's former student, The Beast, is on Ms. Frost's team.

Some in the administration believe Xavier is mind-controlling the President.

#44

PART FIVE OF SIX

The President, on the Capitol steps, announced his new mutant education campaign. The forces in the administration who have opposed this plan have sent some robotic Sentinels to disrupt the proceedings... Sentinels whose actions have seemingly killed Henry McCoy, The Beast!



Writer  
Brian Michael Bendis

Peaciler  
David Finch

Editors  
Danny Miki, John Dell  
& Jon Sibal

Colorist  
Frank D'Armata w/  
Justin Ponsor

Letterer  
Virtual Calligraphy's  
Chris Eliopoulos

Assistant Editor  
Nick Lowe

Editor  
Ralph Macchio

Editor in Chief  
Joe Quesada

Publisher  
Dan Buckley

Special Thanks  
C.B. Cebulski

Ultimate X-Men (ISSN #1535-6957) No. 45, July, 2004. Published Monthly except semi-monthly in July and August by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2004 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.25 in Canada (GST #R127032852) in the direct market and \$2.99 per copy in the U.S. and \$4.25 in Canada (GST #R127032852) through the newsstand. Canadian Agreement #40668537. Printed in Canada. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00; Canada \$37.00; Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO Ultimate X-Men, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (800) 217-9158. FAX # (945) 568-7020. subscriptions@marvel.com. ALLEN LIPSON, Chief Executive Officer and General Counsel; AVI ARAD, Chief Creative Officer; GUI KARYO, President of Publishing and CIO; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at rbrown@marvel.com or 212-576-8561.





FABOOM

Good  
Lord...



What is she  
doing?

She's  
going to  
drop it!

Sorry,  
everyone...

What is she  
doing?

She's  
going to  
drop it!

Sorry,  
everyone...

























